

**EXHIBIT III
(Questions 6, 7, 24)**

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

EXHIBIT IV
(Questions 9-10)

The transferee, British Telecommunications plc ("BT"), is a public limited company whose registered offices are located at 81 Newgate Street, London EC1A 7AJ, England. BT has over 2.3 million shareholders and is listed on the London, New York and Tokyo stock exchanges. The principal business of BT is providing telecommunications services, and its main products and services are local, long-distance and international calls; telephone lines, equipment and private circuits for homes and businesses; providing and managing private networks; and supplying mobile communications services. BT is involved in a variety of joint ventures and arrangements in mainland Europe, and has partnerships or distributorship arrangements in a number of countries in the Asia-Pacific region.

The principals are substantially engaged in communications businesses.

EXHIBIT V
(Question 14(a)(1))

A copy of the Articles of Incorporation of BT is attached in Volume
Three, Section E.

**EXHIBIT VI
(Questions 14(a)(2))**

Information regarding the names and addresses of the officers and directors of BT is contained in Volume Three, Section B of this filing. As of June 21, 1996 the ownership of BT's ordinary shares by BT's directors and officers, collectively, was limited to .004% of total ordinary shares. There is no beneficial owner of more than 10% of BT's ordinary shares.

EXHIBIT VII
(Questions 14(b) - 14(f))

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT VIII
(Question 15)

BT is not affiliated with any providers engaged in the business of providing a public land line message telephone service in the United States ("US").

BT is affiliated with entities engaged in the business of providing a public land line message telephone service outside of the US.

EXHIBIT IX
(Question 20)

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

**EXHIBIT X
(Question 21)**

BT currently is interested in the control of licensed radio stations in various services by virtue of its 20% investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. Since BT acquired its interest in 1994, the subsidiaries have sold or let expire other radio station licenses in the due course of business. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

**EXHIBIT XI
(Question 28)**

See Volume One, Section III for a description of how the instant proposal will be in the public interest.

**EXHIBIT XII
(Certification)**

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 21.6(d) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 704 in his capacity as attorney for BT.

PART III - To Be Completed by Transferee

8. Transferee is: (Check one)

☐ Individual

☐ Partnership

☒ Corporation

☐ Unincorporated Association

9. Attach as Exhibit No. IV a statement of transferee's principal business.

10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving:
(a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	►		X
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	►		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>England and Wales</u>			
(1) Attach as Exhibit No. <u>V</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>VI</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of transferee's stock.			
b. Is any director or officer an alien?	►	X	
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?			
	►	X	
d. Is transferee directly or indirectly controlled by any other corporation?			
If "YES," give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organizations having final control and furnish for each all the information requested in 14 a thru c above.			
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?			
	►		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign government?			
	►		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service?			
	►	X	
If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No. <u>VII</u> a statement relating the facts.			
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company?			
If "YES," submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.			
	►		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license, or renewal denied by this Commission?			
If "YES," attach as Exhibit No. _____ a statement relating all the pertinent circumstances.			
	►		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition?			
	►		X
If "YES," attach as Exhibit No. _____ a statement relating the facts.			
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more?			
	►		X
If "YES," attach as Exhibit _____ a statement relating the facts.			
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, 19?			
	►	X	
If "YES," attach as Exhibit No. <u>IX</u> a statement relating the facts.			
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission?			
	►	X	
If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below.			
See Exhibit X			

PART III - continued		Place an "X" in the appropriate column.	YES	NO
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in 21 above? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below. <div style="text-align: right;">See Exhibit X</div>		▶	X	
23. Will transferee propose any of the following changes, after the transfer of control is authorized (see instruction F):				
a. Changes in the services currently offered? If "YES," attach as Exhibit No. _____ a brief statement of the proposed changes.		▶		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES," attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.		▶		X
c. Changes in the management or personnel responsible for the operation of the station? If "YES," in Exhibit No. _____ describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give name and address of owner of each such business and submit copy of working agreement).		▶		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any purpose? If "YES," explain purpose in Exhibit No. _____.		▶		X
25. Does transferee now hold any obligations of licensee corporation? If "YES," in Exhibit No. _____ describe the obligations, methods by which acquired, and the dates on which they were obtained.		▶		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES," attach as Exhibit No. _____ a single certified copy of such authorization.		▶		X
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the service which are the subject of this application? b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?		▶	X	
28. Attach as Exhibit No. <u>XI</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.				
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:				
a. Does authorization involve facilities that have not been constructed? If "YES," does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?		▶		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?		▶		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?		▶	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?		▶	X	

Certification: The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a, or, in the case of a nonindividual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR 1.2002.

☒ YES ☐ NO

The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date <u>1-27-96</u>	Typed or Printed Name of Transferee British Telecommunications plc	Signature <i>Joel S. Wynn</i>	Title (Office Held by Person Signing) Attorney for British Telecommunications plc See Exhibit XII
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Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

INSTRUCTIONS FOR COMPLETING FCC 704 FORM

A. FCC 704 form is to be used when applying for consent to transfer control of corporation holding common carrier (or noncommon carrier) radio station construction permit or license under 47 CFR 21, 23 or 25.

B. Submit an original and one copy to the **FEDERAL COMMUNICATIONS COMMISSION, Washington, D.C. 20554** in ample time to be acted upon by the Commission prior to contemplated date of transfer of control. Submit two extra copies for each authorization listed in Item 2.

C. You may be required to submit a fee with your application. Please refer to either 47 CFR 1.1105 or the **Common Carrier Services Filing Guide** for appropriate fee. **DO NOT SEND CASH.** Payment may be made by check, bank draft, or single money order payable to: **FEDERAL COMMUNICATIONS COMMISSION.**

Enter the correct Fee Type Code for the service you are applying for in Column 1 of Item 1(b). Enter in Column (2) the Fee Multiple. Certain applications may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. Column (2) is used if a multiple, i.e., two or more is being applied for. Enter in Column (3) the result obtained from multiplying the value the Fee Type Code by the number entered in Column (2), if any. Complete line 2 of Item 1(b), Columns (1), (2) and (3), if you are requesting concurrent actions which results in a requirement to list more than one Fee Type Code. Add all amounts shown in column 3, lines 1 and 2. This amount should equal your enclosed remittance.

D. FCC 704 form consists of three parts, which are to be completed as follows: **Part I - to be completed by Permittee or Licensee; Part II - to be completed by Transferor; Part III - to be completed by Transferee.**

E. Before this application is prepared applicant should refer to 47 CFR 1, 21, 23, or 25 which are the Commission's rules governing the execution and filing of this application. Items 16 and 29 apply to 47 CFR 21 applicants only.

F. Approval of this application is not to be construed as a modification of outstanding authorization.

G. Number each document or statement required to be filed as Exhibit consecutively. Enter the numbers in the space provided in the items of the form. When an exhibit is not required, enter "X" in the blank space.

Item 2. All applicants are to complete Item 2, columns (a), (b) and (c). Services which may be listed in column (c) for Part 25 include: Transmit Earth Stations; Satellite Systems (column (d) does not apply); Small Transmit/Receive

Earth Station; Receive Only Earth Stations; and Space Stations (column (d) does not apply). Part 21 services include: Point-to-Point Microwave Radio; Multipoint Distribution; Local Television Transmission; Digital Electronic Message; and Fixed Subsidiary Communications Authorization. The service for Part 23 is International Fixed Public Radio.

Column (d) is to be completed **only** by applicants requesting transfer of control for authorizations issued in the domestic satellite services (under 47 CFR 25) for each authorization listed.

I. Notice: The solicitation of personal information requested in this form is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In researching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to the Commission rules. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to average eight hours per response including the time for reviewing instruction, searching existing data needed, and completing and reviewing the collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Office of Information and Regulatory Affairs, Washington, D.C. 20503.

This Notice is required by the Privacy Act of 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(a)(3) and the Paperwork Reduction Act of 1980, P.L. 96-511, December 11, 1980.

EXHIBIT I
(Questions 1(a), 2)

The call signs, FCC file numbers, services, location, expiration dates, and number of stations of the Part 25 Satellite Earth Station licenses held by MCI International, Inc. are as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
E930192	675-DSE-P/L-93	Fixed Earth Station (FSS)	JOHNSTON ATOLL, HI	8/6/03	1
E960130	377-DSE-P/L-96	Fixed Earth Station (FSS)	YACOLT, WA	4/4/06	1
KA201	CGS-92-070-AL	Fixed Earth Station (FSS)	NEW YORK, NY	5/1/96	1
KA221	CSG-92-037-ML	Fixed Earth Station (FSS)	YACOLT, WA	4/5/06	1
KA237	964-DSE-MP/L-95	Fixed Earth Station (FSS)	NY(435 HUDSON ST 307), NY	9/30/98	3
KA252	CSG-92-092-ML	Fixed Earth Station (FSS)	ANDOVER, ME	12/21/98	4
KA323	CSG-92-037-ML	Fixed Earth Station (FSS)	YACOLT, WA	8/28/97	1
KA326	CSG-91-035-P/L	Fixed Earth Station (FSS)	PULANTAT, GU	4/2/02	1
KA349	CSG-92-134-ML	Fixed Earth Station (FSS)	ANDOVER, ME	6/3/02	3
KA369	CSG-93-074-P/L	Fixed Earth Station (FSS)	HICKAM AFB, HI	5/28/03	1
KA370	CSG-93-066-P/L	Fixed Earth Station (FSS)	YACOLT, WA	5/28/03	1
KA374	CSG-93-101-P/L	Fixed Earth Station (FSS)	YACOLT, WA	5/28/03	1
KA386	CSG-93-131-P/L	Fixed Earth Station (FSS)	ANDOVER, ME	10/26/03	7
KA82	CSG-86-073-PL	Fixed Earth Station (FSS)	SAN FRANCISCO, CA (Niles Canyon #2)	12/12/96	1
KA93	CSG-86-073-P/L	Fixed Earth Station (FSS)	SAN FRANCISCO, CA (Niles Canyon #3)	12/12/96	1
WA20	CSG-92-087-R	Fixed Earth Station (FSS)	ANDOVER, ME	7/1/01	1

EXHIBIT II
(Question 5)

Attached is a certified copy of the Articles of Incorporation for MCI
International, Inc.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MICROWAVE MAINTENANCE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 1976, AT 9 O'CLOCK A.M.



A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0828113 8100

960337222

AUTHENTICATION: 8200061

DATE: 11-19-96

CERTIFICATE OF INCORPORATION

OF

MICROWAVE MAINTENANCE CORPORATION

FIRST: The name of the corporation (hereinafter called the "Corporation") is MICROWAVE MAINTENANCE CORPORATION.

SECOND: The address of the registered office of the Corporation in Delaware is 306 South State Street, City of Dover, County of Kent, and the name of the registered agent of the Corporation at such address is United States Corporation Company.

THIRD: The nature of the business and of the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, including, without limiting the generality of the foregoing, the following businesses, purposes, acts and activities:

To construct, build, own, operate, repair, maintain, buy, purchase or otherwise acquire, sell, exchange, convey or otherwise dispose of, lease as lessor or lessee, license the use of as licensor or licensee, and generally deal in and with microwave and other communications systems and other equipment.

To do all things necessary, suitable or proper in connection with the foregoing, including, without limitation, securing real estate as sites for such systems and otherwise, and rendering advice and assistance with respect to the ownership, operation, repair, maintenance, use and marketing of such systems and the communications services provided thereby.

The foregoing shall be construed as powers as well as objects and purposes, and shall be regarded as independent objects, purposes and powers; and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation; nor shall

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the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is One Thousand (1) shares of Common Stock, par value \$.10 per share.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Edward G. Freitag	9th Floor 1150 17th Street, N.W. Washington, D.C. 20036

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or a class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation as the case may be, and also on this Corporation.

SEVENTH: No election of directors need be by written ballot, except as otherwise required by the By-Laws of the Corporation.

EIGHTH: The Board of Directors shall have the power to make, alter, or repeal By-laws of the Corporation.

subject, however, to the power of the stockholders to alter or repeal By-laws made or altered by the Board of Directors.

NINTH: The Corporation shall, to the full extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

Signed at Washington, D.C.
on August 23, 1976



Edward G. Freitag, Incorporator

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MICROWAVE MAINTENANCE CORPORATION", CHANGING ITS NAME FROM "MICROWAVE MAINTENANCE CORPORATION" TO "MCI INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1982, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0828113 8100

960337222

AUTHENTICATION: 8200062

DATE: 11-19-96

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FILED

NOV 17 1982

Michael C. Kelson
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MICROWAVE MAINTENANCE CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

MICROWAVE MAINTENANCE CORPORATION

2. The board of directors of the corporation has by unanimous consent, pursuant to Section 141 of the General Corporation Law of the State of Delaware, adopted a resolution declaring it advisable that the certificate of incorporation of the corporation be amended by striking out Article FIRST, thereof and substituting in lieu thereof the following new Article:

FIRST. The name of the corporation is
MCI International, Inc.

3. The board of directors of the corporation has adopted a resolution by unanimous written consent, pursuant to Section 141 of the General Corporation Law of the State of Delaware, directing that aforesaid amendment to the certificate of incorporation of the corporation be presented to the sole stockholder of the corporation for its consideration.

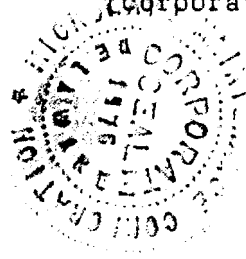
4. The sole stockholder of the corporation has given its written consent to the aforesaid amendment to the certificate of incorporation of the corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

5. The aforesaid amendment to the certificate of incorporation of the corporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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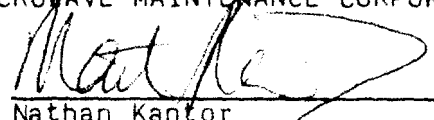
IT WITNESS WHEREOF, Microwave Maintenance Corporation has caused its corporate seal to be hereunto affixed and this certificate signed by Nathan Kantor, its President, and attested to by Edward G. Freitag, its Assistant Secretary, this 16th day of November 1982.

[corporate seal]



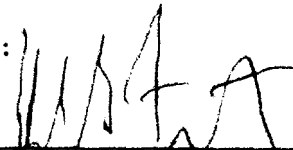
MICROWAVE MAINTENANCE CORPORATION

By


Nathan Kantor
President

Attest:

By


Edward G. Freitag
Assistant Secretary

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WUI, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MCI INTERNATIONAL, INC." UNDER THE NAME OF "MCI INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1982, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0828113 8100M

960337222

AUTHENTICATION: 8200063

DATE: 11-19-96

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WUI, INC.

INTO

MCI INTERNATIONAL, INC.

FILED

DEC 30 1982

James C. Kinton
CLERK OF STATE

MCI International, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. MCI International, Inc. is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. MCI International, Inc. owns all of the outstanding shares of each class of the capital stock of WUI, Inc., a Delaware corporation.
3. MCI International, Inc., by the following resolutions of its Board of Directors, duly adopted pursuant to Section 253 of the General Corporation Law of Delaware on the 30th day of September, 1982, determined to merge into itself WUI, Inc. on the conditions set forth in such resolutions:

RESOLVED, that the Agreement and Plan of Liquidation of WUI, Inc. is hereby approved and adopted; and

FURTHER RESOLVED, that pursuant to such Agreement and Plan of Liquidation, Microwave shall merge into itself WUI and shall assume all of the liabilities and obligations of WUI; and

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